

WC 05-357

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December 19, 2005

Via Overnight Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, Pennsylvania 15251-5145

**Re: *Joint Application of Florida Phone Service, Inc.
and Azul Tel, Inc. for Domestic Section 214 Authority
to Transfer Certain Assets of An Authorized Domestic Carrier***

Dear Ms. Dortch:

On behalf of Florida Phone Service, Inc. ("Florida Phone") and Azul Tel, Inc. ("Azul Tel"), enclosed herewith are an original and six (6) copies of the Application for Domestic Section 214 authority to enable Florida Phone to acquire certain assets of Azul Tel.

Also enclosed is a completed Fee Remittance Form 159 with credit card authorization in the amount of \$895.00, in satisfaction of the filing requirement for this Application under line 2.b. of Section 1.1105 of the Commission's Rules.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,


Jonathan S. Marashlian

Enclosures

cc: Tracy Wilson, WCB (via email - Tracy.Wilson-Parker@fcc.gov)
Julie Veach, WCB (via email - jveach@fcc.gov)

3 *Id.*

I. DESCRIPTION OF THE PROPOSED ASSET TRANSACTION

Florida Phone is a privately-held corporation incorporated in the state of Florida. Florida Phone provides resold competitive local exchange telecommunications services to residential consumers and small business customers in the state of Florida.

Azul Tel is a privately-held corporation incorporated in the state of Florida. Azul Tel provides resold competitive local exchange, intrastate and interstate interexchange, and international telecommunications services, as well as Internet Access services, to residential consumers and small business customers in the state of Florida. Azul Tel also offers a broad range of Internet Protocol-enabled communications services, including retail Voice over Internet Protocol, wholesale international origination and termination service and enhanced prepaid calling services.

On December 1, 2005, Florida Phone entered into an Agreement (“Agreement”) with Azul Tel whereby Azul Tel agreed to sell and Florida Phone agreed to purchase approximately 1,500 of Azul Tel’s local exchange, long distance and Internet Access customer accounts.⁴ The exact number of transferred customer accounts will not be known until the transaction closes due to certain conditions specified in the Agreement.

Applicants emphasize that the transition of affected local exchange and long distance customer accounts to Florida Phone will be seamless and transparent to the customers that Florida Phone will acquire. Immediately following the transfer of assets, Florida Phone will continue to

⁴ To accommodate its pending acquisition of interstate telecommunications accounts, Florida Phone registered with the FCC as an interstate telecommunications service provider and is assigned Filer 499 ID 825618. Specifically excluded from the Agreement are Azul Tel’s international telecommunications customer accounts, wholesale and IP-enabled services customers and prepaid calling business.

provide the same telecommunications services to the affected customers, under the same rates and terms and conditions of service as those customers currently receive from Azul Tel.

Applicants have sent written notice to affected customers informing them of the proposed transaction. Service to the affected customers will not be transferred until the requisite regulatory approvals have been obtained. Concurrently with this Application, Florida Phone will file with the Commission the notice and certification described in Section 64.1120(e) of the Commission's rules.

Applicants seek to complete the proposed transaction on an expedited basis so that Florida Phone can integrate the acquired accounts into its existing business and thereby expand and improve its ability to offer these customers quality telecommunications services at the affordable rates they are accustomed to receiving from Azul Tel.

II. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in support of their request for Section 214 authority pursuant to Section 63.04 of the Commission's rules.

(a) Name, Address and Telephone Number of Each Applicant

Transferor: Azul Tel, Inc. ("Azul Tel")
2200 South Dixie Highway, Suite 506
Miami, FL 33133
FRN: **0006901714**

Transferee: Florida Phone Service, Inc. ("Florida Phone")
7181 S.W. 117 Ave.
Miami, FL 33183
FRN: **0013849088**

(b) State of Organization

Transferor: Azul Tel was organized under the laws of the State of Florida on August 7, 2001.

Transferee: Florida Phone was organized under the laws of the State of Florida on March 25, 1999.

- (c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to:

For Joint Applicants:

Jonathan S. Marashlian
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
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With copies to:

Ali Siddiqi
Director of Operations
Florida Phone Service, Inc.
7181 S.W. 117 Ave.
Miami, FL 33183
Tel: 305-274-9300
Fax: 305-271-4772
Email: ali@gogtg.com

And

Fabio Pizelman
Chief Financial Officer
Azul Tel, Inc.
2200 South Dixie Highway, Suite 506
Tel: 786-497-4050
Dir: 786-497-4063
Fax: 786-497-4057
Email: fabio@azultel.net

- (d) Equity Ownership. Florida Phone is a privately-held, U.S. owned and controlled carrier with operations the state of Florida. Florida Phone is managed and controlled by U.S. citizens at the shareholder, board of directors and management levels.

No person or entity, either domestic or foreign, directly or indirectly owns ten percent (10%) or more of the equity or voting interests of Florida Phone.

- (e) Certification. Florida Phone and Azul Tel each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application

is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301.

- (f) Description of the transaction. Please see Section I of this Application.
- (g) Geographic description of areas served. Azul Tel currently provides resold and UNE-based local exchange and resold intrastate and interstate interexchange telecommunications services to approximately 1,500 residential and small business customers located in the state of Florida.

Florida Phone currently provides resold local exchange telecommunications services to customers located in Florida.

- (h) Streamlined Treatment. Applicants submit that the proposed transaction would result in Florida Phone having a market share in the interstate, interexchange market of substantially less than 10 percent, and Florida Phone would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Further, neither Applicant is dominant with respect to any service and no radio licenses will be assigned to Florida Phone as part of this transaction. Accordingly, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.⁵
- (i) Related FCC Applications. There are no other FCC applications associated with this transaction.
- (j) Special Consideration. None.
- (k) Waiver Requests. Applicants have not filed any waiver requests in conjunction with the proposed transaction.
- (l) Public Interest Considerations. The proposed transaction will serve the public interest because transferred customers will continue to receive from Florida Phone the same telecommunications services they currently receive from Azul Tel. The transaction is also in the public interest because affected customers will be transferred to a company with an interest in providing outstanding and affordable telecommunications service to customers that no longer fit within the transferring company's long-term business plans. The proposed transaction will not result in any interruption of service or inconvenience to affected Azul Tel customers because there is no physical network migration involved. Also, given that immediately after the transaction Florida Phone will continue to provide telecommunications services on the same rates, terms and conditions of service

⁵ 47 C.F.R. § 63.03(b)(2)(i).

that these customers currently receive from Azul Tel, the transaction will be transparent to customers in terms of the telecommunications services they receive. Moreover, as explained above, Applicants have provided written notice of the proposed transaction to assure that affected Azul Tel customers will understand how the proposed change in service provider will affect them.

III. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

By: _____

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Dated: December 19, 2005

Counsel to Joint Applicants

**Certification of
Florida Phone Service, Inc.**

**Certification of
Azul Tel, Inc.**